

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In Re

CALPINE CORPORATION, et al.,

-----X  
HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE  
TRUSTEE,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.  
-----X

HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE  
TRUSTEE,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.  
-----X

HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE  
TRUSTEE,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.  
-----X

Chapter II

Case No. 05-60200 (BRL)

(Jointly Administered)

Case No. 1:07-cv-03088 (GBD)

Case No. 1:07-cv-03122 (GBD)

Case No. 1:07-cv-03124 (GBD)

-----X  
THE BANK OF NEW YORK, AS  
ADMINISTRATIVE AGENT FOR THE  
HOLDERS OF THE SECOND PRIORITY  
SECURED TERM LOANS,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.  
-----X

Case No. 1:07-cv-03125 (GBD)

THE BANK OF NEW YORK, AS  
ADMINISTRATIVE AGENT FOR THE  
HOLDERS OF THE SECOND PRIORITY  
SECURED TERM LOANS,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.  
-----X

Case No. 1:07-cv-03126 (GBD)

THE BANK OF NEW YORK, AS  
ADMINISTRATIVE AGENT FOR THE  
HOLDERS OF THE SECOND PRIORITY  
SECURED TERM LOANS,

Appellant,

– against –

CALPINE CORPORATION,

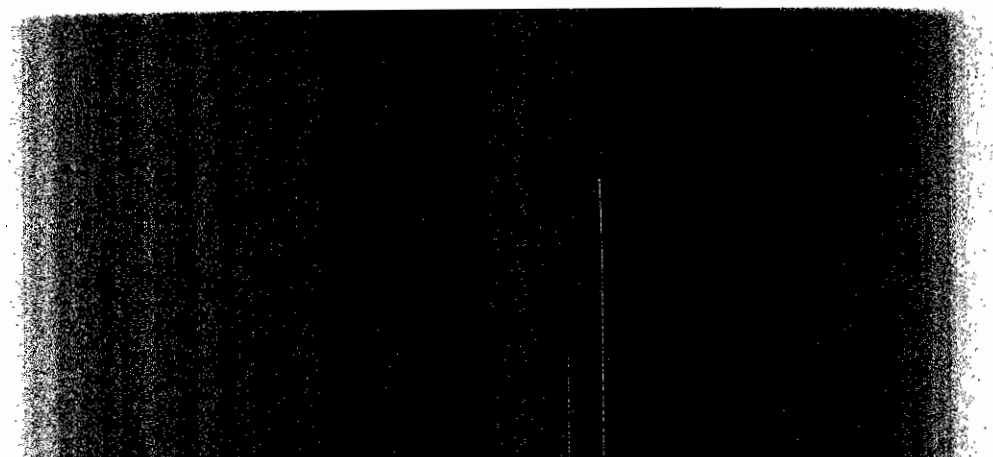
Appellee.  
-----X

Case No. 1:07-cv-03127 (GBD)

|                           |   |                              |
|---------------------------|---|------------------------------|
| -----X                    |   |                              |
| WILMINGTON TRUST COMPANY, | : | Case No. 1:07-cv-03187 (GBD) |
|                           | : |                              |
| Appellant,                | : |                              |
|                           | : |                              |
| - against -               | : |                              |
|                           | : |                              |
| CALPINE CORPORATION,      | : |                              |
|                           | : |                              |
| Appellee.                 | : |                              |
| -----X                    |   |                              |
| WILMINGTON TRUST COMPANY, | : | Case No. 1:07-cv-03188 (GBD) |
|                           | : |                              |
| Appellant,                | : |                              |
|                           | : |                              |
| - against -               | : |                              |
|                           | : |                              |
| CALPINE CORPORATION,      | : |                              |
|                           | : |                              |
| Appellee.                 | : |                              |
| -----X                    |   |                              |
| WILMINGTON TRUST COMPANY, | : | Case No. 1:07-cv-03189 (GBD) |
|                           | : |                              |
| Appellant,                | : |                              |
|                           | : |                              |
| - against -               | : |                              |
|                           | : |                              |
| CALPINE CORPORATION,      | : |                              |
|                           | : |                              |
| Appellee.                 | : |                              |
| -----X                    |   |                              |
| WILMINGTON TRUST COMPANY, | : | Case No. 1:07-cv-03190 (GBD) |
|                           | : |                              |
| Appellant,                | : |                              |
|                           | : |                              |
| - against -               | : |                              |
|                           | : |                              |
| CALPINE CORPORATION,      | : |                              |
|                           | : |                              |
| Appellee.                 | : |                              |
| -----X                    |   |                              |

|                           |   |
|---------------------------|---|
| -----X                    |   |
| WILMINGTON TRUST COMPANY, | : |
|                           | : |
| Appellant,                | : |
|                           | : |
| -- against --             | : |
|                           | : |
| CALPINE CORPORATION,      | : |
|                           | : |
| Appellee.                 | : |
| -----X                    |   |
| WILMINGTON TRUST COMPANY, | : |
|                           | : |
| Appellant,                | : |
|                           | : |
| -- against --             | : |
|                           | : |
| CALPINE CORPORATION,      | : |
|                           | : |
| Appellee.                 | : |
| -----X                    |   |
| WILMINGTON TRUST COMPANY, | : |
|                           | : |
| Appellant,                | : |
|                           | : |
| -- against --             | : |
|                           | : |
| CALPINE CORPORATION,      | : |
|                           | : |
| Appellee.                 | : |
| -----X                    |   |
| WILMINGTON TRUST COMPANY, | : |
|                           | : |
| Appellant,                | : |
|                           | : |
| -- against --             | : |
|                           | : |
| CALPINE CORPORATION,      | : |
|                           | : |
| Appellee.                 | : |
| -----X                    |   |
| WILMINGTON TRUST COMPANY, | : |
|                           | : |
| Appellant,                | : |
|                           | : |
| -- against --             | : |
|                           | : |
| CALPINE CORPORATION,      | : |
|                           | : |
| Appellee.                 | : |
| -----X                    |   |

|                                 |   |
|---------------------------------|---|
| -----X                          |   |
| WILMINGTON TRUST FSB, SOLELY IN | : |
| ITS CAPACITY AS INDENTURE       | : |
| TRUSTEE,                        | : |
|                                 | : |
| Appellant,                      | : |
|                                 | : |
| - against -                     | : |
|                                 | : |
| CALPINE CORPORATION,            | : |
|                                 | : |
| Appellee.                       | : |
| -----X                          |   |
| WILMINGTON TRUST FSB, SOLELY IN | : |
| ITS CAPACITY AS INDENTURE,      | : |
| TRUSTEE,                        | : |
|                                 | : |
| Appellant,                      | : |
|                                 | : |
| - against -                     | : |
|                                 | : |
| CALPINE CORPORATION,            | : |
|                                 | : |
| Appellee.                       | : |
| -----X                          |   |
| WILMINGTON TRUST FSB, SOLELY IN | : |
| ITS CAPACITY AS INDENTURE       | : |
| TRUSTEE,                        | : |
|                                 | : |
| Appellant,                      | : |
|                                 | : |
| - against -                     | : |
|                                 | : |
| CALPINE CORPORATION,            | : |
|                                 | : |
| Appellee.                       | : |
| -----X                          |   |



|                                 |   |
|---------------------------------|---|
| -----X                          |   |
| WILMINGTON TRUST FSB, SOLELY IN | : |
| ITS CAPACITY AS INDENTURE       | : |
| TRUSTEE,                        | : |
|                                 | : |
| Appellant,                      | : |
|                                 | : |
| – against –                     | : |
|                                 | : |
| CALPINE CORPORATION,            | : |
|                                 | : |
| Appellee.                       | : |
| -----X                          |   |
| MANUFACTURERS AND TRADERS       | : |
| TRUST COMPANY,                  | : |
|                                 | : |
| Appellant,                      | : |
|                                 | : |
| – against –                     | : |
|                                 | : |
| CALPINE CORPORATION,            | : |
|                                 | : |
| Appellee.                       | : |
| -----X                          |   |
| MANUFACTURERS AND TRADERS       | : |
| TRUST COMPANY, AS INDENTURE     | : |
| TRUSTEE,                        | : |
|                                 | : |
| Appellant,                      | : |
|                                 | : |
| – against –                     | : |
|                                 | : |
| CALPINE CORPORATION,            | : |
|                                 | : |
| Appellee.                       | : |
| -----X                          |   |
| MANUFACTURERS AND TRADERS       | : |
| TRUST COMPANY, AS INDENTURE     | : |
| TRUSTEE,                        | : |
|                                 | : |
| Appellant,                      | : |
|                                 | : |
| – against –                     | : |
|                                 | : |
| CALPINE CORPORATION,            | : |
|                                 | : |
| Appellee.                       | : |
| -----X                          |   |

Case No. 1:07-cv-03198 (GBD)

Case No. 1:07-cv-03199 (GBD)

Case No. 1:07-cv-03200 (GBD)

Case No. 1:07-cv-03201 (GBD)

-----X  
THE OFFICIAL COMMITTEE OF EQUITY :  
SECURITY HOLDER OF CALPINE :  
CORPORATION, ET AL., :

Case No. 1:07-cv-03202 (GBD)

Appellants,

- against -

THE BANK OF NOVA SCOTIA, AS :  
ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, :  
WILMINGTON TRUST COMPANY, AS :  
COLLATERAL AGENT, :  
WILMINGTON TRUST COMPANY, AS :  
ADMINISTRATIVE AGENT, :  
HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE TRUSTEE, :  
THE BANK OF NEW YORK, AS :  
ADMINISTRATIVE AGENT, :  
MANUFACTURERS & TRADERS TRUST :  
COMPANY, AS INDENTURE TRUSTEE :

Appellees.

-----X  
THE OFFICIAL COMMITTEE OF EQUITY :  
SECURITY HOLDERS OF CALPINE :  
CORPORATION, ET AL., :

Case No. 1:07-cv-03203 (GBD)

Appellants.

- against -

THE BANK OF NOVA SCOTIA, AS :  
ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, :  
WILMINGTON TRUST COMPANY, AS :  
COLLATERAL AGENT, :  
WILMINGTON TRUST COMPANY, AS :  
ADMINISTRATIVE AGENT, :  
HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE TRUSTEE, :  
THE BANK OF NEW YORK, AS :  
ADMINISTRATIVE AGENT, :  
MANUFACTURERS & TRADERS TRUST :  
COMPANY, AS INDENTURE TRUSTEE :

Appellees.



-----X  
THE OFFICIAL COMMITTEE OF EQUITY :  
SECURITY HOLDERS OF CALPINE :  
CORPORATION, ET AL., :

Case No. 1:07-cv-03204 (GBD)

Appellants. :

- against - :

THE BANK OF NOVA SCOTIA, AS :  
ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, :  
WILMINGTON TRUST COMPANY, AS :  
COLLATERAL AGENT, :  
WILMINGTON TRUST COMPANY, AS :  
ADMINISTRATIVE AGENT, :  
HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE TRUSTEE, :  
THE BANK OF NEW YORK, AS :  
ADMINISTRATIVE AGENT, :  
MANUFACTURERS & TRADERS TRUST :  
COMPANY, AS INDENTURE TRUSTEE :

Appellees. :

-----X  
CALPINE CORPORATION, et al., :

Appellant, :

Case No. 1:07-cv-03266 (GBD)

- against - :

WILMINGTON TRUST FSB, et al., :

Appellee. :

-----X  
CALPINE CORPORATION, :

Appellant, :

Case No. 1:07-cv- 3267 (GBD)

- against - :

HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE :  
TRUSTEE, THE BANK OF NEW YORK, :  
AS ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, WILMINGTON :



TRUST COMPANY, AS ADMINISTRATIVE :  
 AGENT, WILMINGTON TRUST COMPANY, :  
 AS COLLATERAL AGENT, AND :  
 MANUFACTURERS & TRADERS TRUST :  
 COMPANY, AS INDENTURE TRUSTEE, :

Appellee. :

-----X  
 CALPINE CORPORATION, :

Appellant, :

- against - :

HSBC BANK USA, NATIONAL :  
 ASSOCIATION, AS INDENTURE :  
 TRUSTEE, THE BANK OF NEW YORK, :  
 AS ADMINISTRATIVE AGENT, :  
 WILMINGTON TRUST FSB, AS :  
 INDENTURE TRUSTEE, WILMINGTON :  
 TRUST COMPANY, AS ADMINISTRATIVE :  
 AGENT, WILMINGTON TRUST COMPANY, :  
 AS COLLATERAL AGENT, AND :  
 MANUFACTURERS & TRADERS TRUST :  
 COMPANY, AS INDENTURE TRUSTEE, :

Appellee. :

-----X  
 THE OFFICIAL COMMITTEE OF :  
 UNSECURED CREDITORS OF CALPINE :  
 CORPORATION, ET AL., :

Appellants. :

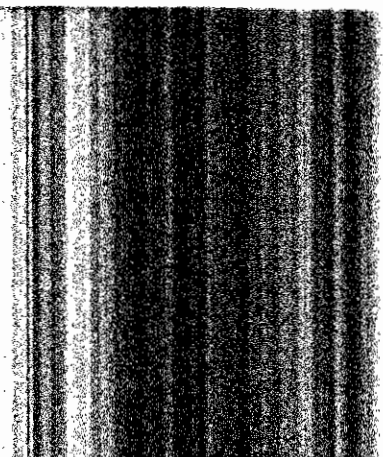
- against - :

HSBC BANK USA, NATIONAL :  
 ASSOCIATION, AS INDENTURE :  
 TRUSTEE, THE BANK OF NEW YORK, :  
 AS ADMINISTRATIVE AGENT, :  
 WILMINGTON TRUST FSB, AS :  
 INDENTURE TRUSTEE, WILMINGTON :  
 TRUST COMPANY, AS ADMINISTRATIVE :  
 AGENT, WILMINGTON TRUST COMPANY, :  
 AS COLLATERAL AGENT, AND :  
 MANUFACTURERS & TRADERS TRUST :  
 COMPANY, AS INDENTURE TRUSTEE, :

Appellees. :

Case No. 1:07-cv-3268 (GBD)

Case No. 1:07-cv-3263 (GBD)



-----X  
THE OFFICIAL COMMITTEE OF :  
UNSECURED CREDITORS OF CALPINE :  
CORPORATION, ET AL., : Case No. 1:07-cv-3264 (GBD)  
:  
Appellants. :  
:  
- against - :  
:  
HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE :  
TRUSTEE, THE BANK OF NEW YORK, :  
AS ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, WILMINGTON :  
TRUST COMPANY, AS ADMINISTRATIVE :  
AGENT, WILMINGTON TRUST COMPANY, :  
AS COLLATERAL AGENT, AND :  
MANUFACTURERS & TRADERS TRUST :  
COMPANY, AS INDENTURE TRUSTEE, :  
:  
Appellees. :  
-----X

THE OFFICIAL COMMITTEE OF :  
UNSECURED CREDITORS OF CALPINE :  
CORPORATION, ET AL., : Case No. 1:07-cv-3265 (GBD)  
:  
Appellants. :  
:  
- against - :  
:  
HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE :  
TRUSTEE, THE BANK OF NEW YORK, :  
AS ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, WILMINGTON :  
TRUST COMPANY, AS ADMINISTRATIVE :  
AGENT, WILMINGTON TRUST COMPANY, :  
AS COLLATERAL AGENT, AND :  
MANUFACTURERS & TRADERS TRUST :  
COMPANY, AS INDENTURE TRUSTEE, :  
:  
Appellees. :  
-----X

**STIPULATION AND AGREED ORDER CONSOLIDATING APPEALS FROM  
ORDERS OF THE BANKRUPTCY COURT**

It is hereby STIPULATED AND AGREED by and between the undersigned counsel for the respective parties, and, upon approval of the Court, shall be deemed ORDERED, as follows:

- 1. Each of the above appeals shall be consolidated for all purposes.
- 2. The caption for the consolidated appeals shall be as follows:

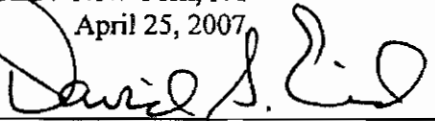
**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

|  |   |
|--|---|
| -----X                                     |   |
| <b>In re</b>                               | : |
|  | : |
|  | : |
| <b>CALPINE CORPORATION, <u>et al.</u>,</b> | : |
|  | : |
|  | : |
|  | : |
|  | : |
| -----X                                     |   |
| <b>HSBC BANK USA, NATIONAL</b>             | : |
| <b>ASSOCIATION, AS INDENTURE -</b>         | : |
| <b>TRUSTEE, THE BANK OF NEW YORK,</b>      | : |
| <b>AS ADMINISTRATIVE AGENT,</b>            | : |
| <b>WILMINGTON TRUST FSB, AS</b>            | : |
| <b>INDENTURE TRUSTEE, WILMINGTON</b>       | : |
| <b>TRUST COMPANY, AS ADMINISTRATIVE</b>    | : |
| <b>AGENT, WILMINGTON TRUST COMPANY,</b>    | : |
| <b>AS COLLATERAL AGENT, AND</b>            | : |
| <b>MANUFACTURERS &amp; TRADERS TRUST</b>   | : |
| <b>COMPANY, AS INDENTURE TRUSTEE</b>       | : |
|  | : |
| <b>Appellants,</b>                         | : |
|  | : |
| <b>- against -</b>                         | : |
|  | : |
| <b>CALPINE CORPORATION, THE OFFICIAL</b>   | : |
| <b>COMMITTEE OF UNSECURED</b>              | : |
| <b>CREDITORS OF CALPINE CORPORATION,</b>   | : |
| <b>AND THE OFFICIAL COMMITTEE OF</b>       | : |
| <b>EQUITY SECURITY HOLDERS</b>             | : |
|  | : |
| <b>Appellees.</b>                          | : |
| -----X                                     |   |

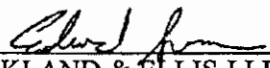
-----X  
**CALPINE CORPORATION, THE OFFICIAL :**  
**COMMITTEE OF UNSECURED :**  
**CREDITORS OF CALPINE CORPORATION, :**  
**AND THE OFFICIAL COMMITTEE OF :**  
**EQUITY SECURITY HOLDERS, :**  
**Appellants, :**  
**- against - :**  
**HSBC BANK USA, NATIONAL :**  
**ASSOCIATION, AS INDENTURE :**  
**TRUSTEE, THE BANK OF NEW YORK, :**  
**AS ADMINISTRATIVE AGENT, :**  
**WILMINGTON TRUST FSB, AS :**  
**INDENTURE TRUSTEE, WILMINGTON :**  
**TRUST COMPANY, AS ADMINISTRATIVE :**  
**AGENT, WILMINGTON TRUST COMPANY, :**  
**AS COLLATERAL AGENT, AND :**  
**MANUFACTURERS & TRADERS TRUST :**  
**COMPANY, AS INDENTURE TRUSTEE, :**  
**Appellees. :**  
 -----X

DATED: New York, NY  
 April 25, 2007

By

  
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 New York, NY 10036-8704  
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 Trustee under the Second Priority  
 Indenture and for The Bank of New  
 York, as Administrative Agent under  
 the Second Priority Credit and  
 Guarantee Agreement with respect  
 to certain Second Priority Secured  
 Institutional Term Loans*

By


  
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 Jeffrey S. Powell, Esq. (admitted pro hac  
 vice)  
 Stephen E. Hessler, Esq. (admitted pro hac  
 vice)  
*Attorneys for Debtors Calpine  
 Generating Company, LLC, CalGen  
 Finance Corp., Calpine Corporation,  
 and Each of their Debtor Subsidiaries  
 and Affiliates Listed in Exhibit 1*

By

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FSB, as Indenture Trustee under the  
First Priority Indenture, Wilmington  
Trust Company, as Collateral  
Agent, and Wilmington Trust  
Company, as Administrative Agent  
under the Credit and Guarantee  
Agreement with respect to certain  
First Priority Security Institutional  
Term Loans*

By

  
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Trust Company, as Indenture Trustee  
under the Third Priority Indenture*

By

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of Unsecured Creditors*

By

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Adrian Feldman, Esq. (AF 2478)

*Attorneys for the Official Committee of  
Equity Security Holders of Calpine  
Corporation, et al.*

**SO ORDERED:**

UNITED STATES DISTRICT JUDGE

Dated: April , 2007



By 

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New York, NY 10022  
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hac vice)  
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FSB, as Indenture Trustee under the  
First Priority Indenture, Wilmington  
Trust Company, as Collateral  
Agent, and Wilmington Trust  
Company, as Administrative Agent  
under the Credit and Guarantee  
Agreement with respect to certain  
First Priority Security Institutional  
Term Loans*

By

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Penny P. Reid, Esq. (PR 5699)

*Attorneys for Manufacturers & Traders  
Trust Company, as Indenture Trustee  
under the Third Priority Indenture*

By

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Alexis Freeman, Esq. (AF 0328)  
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*Attorneys for the Official Committee  
of Unsecured Creditors*

By

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Adrian Feldman, Esq. (AF 2478)  
*Attorneys for the Official Committee of  
Equity Security Holders of Calpine  
Corporation, et al.*

**SO ORDERED:**

UNITED STATES DISTRICT JUDGE

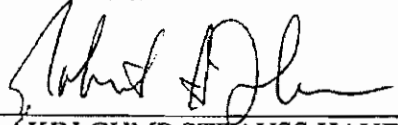
Dated: April , 2007

By

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Amanda D. Darwin, Esq. (AD 2719)

*Attorneys for Wilmington Trust  
FSB, as Indenture Trustee under the  
First Priority Indenture, Wilmington  
Trust Company, as Collateral  
Agent, and Wilmington Trust  
Company, as Administrative Agent  
under the Credit and Guarantee  
Agreement with respect to certain  
First Priority Security Institutional  
Term Loans*

By

  
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**SO ORDERED:**

UNITED STATES DISTRICT JUDGE

Dated: April , 2007



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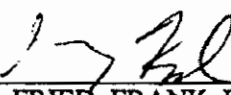
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HON. GEORGE B. DANIELS

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